1054161

# FORM D

## **UNITED STATES**

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series G Preferred Stock Financing	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	2000
<ol> <li>Enter the information requested about the issuer</li> <li>Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)</li> <li>Galileo Pharmaceuticals, Inc. (formerly Galileo Laboratories, Inc.)</li> </ol>	187
Address of Executive Offices (Number and Street, City, State, Zip Code)  5301 Patrick Henry Drive, Santa Clara CA 95054	Telephone Number (Including Area Code) (408) 654-5830
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Same as above.	Telephone Number (Including Area Code)  Same as above.
Brief Description of Business Medical technology.	PROCESSED
Type of Business Organization    corporation   limited partnership, already formed   limited partnership, to be formed   other	(please specify): MAR Z I ZUU3  THOMSON FINANCIAL
Actual or Estimated Date of Incorporation or Organization:    Month   Year	Actual Estimated

## **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# \_ ATTENTION .

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



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1. Has the	issuer sold.	or does the i	ssuer intend t	to sell, to no	n-accredited	investors in t	his offering?				Yes	No
							-	inder ULOE.				
2. What is	the minimu	m investmen	t that will be	accepted fro	m any indivi	dual?	***************************************		,		\$	N/A
3. Does th	ne offering pe	ermit joint ov	vnership of a	single unit?			,				Yes □	No ⊠
remune person	ration for sol or agent of a re (5) persons	icitation of p broker or dea	urchasers in o aler registered	connection w I with the SE	ith sales of se C and/or with	curities in the	ne offering. It ates, list the r	indirectly, any f a person to be name of the be orth the inform	e listed is an oker or deal	associated er. If more		
	ast name fir	st, if individu	ıal)		<del></del>	•				<del></del>		
N/A		01	101	. C:	3: 0.1							
Business of I	Residence Ac	Idress (Numi	ber and Stree	t, City, State	, Zip Code)							
lame of Ass	ociated Brok	er or Dealer					*			**********		
tates in Wh	ich Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers					-		
(Check "A	All States" or	check indivi	duals States)		••••••••			•••••••••			☐ AI	l States
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Check Box(es) that Apply:	Prom	ioter 🔯	Beneficial Owner	. 🛛	Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, Miller, Guy	f individual)								
Business or Residence Addre	ess (Number a	and Street, City	y, State, Zip Code)						· · · · · · · · · · · · · · · · · · ·
Galileo Laboratories, Inc.,	,			95054	,				
Check Box(es) that Apply:	Prom	oter 🛚	Beneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, a	f individual)								
Business or Residence Addre	ess (Number a	and Street, City	y, State, Zip Code)	_					
Adams Street Partners, 209		-	- ′	-1295					
Check Box(es) that Apply:	Prom	oter 🛚	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	f individual)								
Adams Street Partners and	affiliated en	tities	<u></u>						
Business or Residence Addre	ess (Number a	and Street, City	, State, Zip Code)						
209 La Salle Street, Suite 1	l, Chicago II	60604-1295							
Check Box(es) that Apply:	Prom	oter 🔲	Beneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Lange, Louis G. M.D.					····				
Business or Residence Addre		-							
CV Therapeutics, Inc., 317	2 Porter Driv	e, Palo Alto (	CA 94304						
Check Box(es) that Apply:	Prom	oter 🛚	Beneficial Owner		Executive Officer	⊠ —	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Milligan, David									
Business or Residence Addre									
Bay City Capital, 801 Inter			<del></del>						
Check Box(es) that Apply:	Prom	oter 🛚 🖂	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i									
Bay City Capital and affilia									
Business or Residence Addre		-	· •						
750 Battery Street, Suite 60			1				····	<del> </del>	<u></u>
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Full Name (Last name first, i	f individual)								
Craves, Fred			· · · · · · · · · · · · · · · · · · ·						
Business or Residence Addre		-	•						
Bay City Capital, 750 Batte									
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		Ą	BASIC ID	ENTI	FICATION DATA				
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Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)	-							
Morris, Peter		·			······································				
Business or Residence Addre	ss (Number and Stree	t, City	, State, Zip Code)					•	
3010 Grand Bay Boulevard	, Suite 433, Longboa	t Kay	FL 93953		·				
Check Box(es) that Apply:	Promoter	_ 	Beneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Taylor, Craig									
Business or Residence Addre									
Alloy Ventures, 480 Cowpe									
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Alloy Ventures and affiliate	d entities								
Business or Residence Addre			, State, Zip Code)						
480 Cowper Street, 2nd Floo	r, Palo Alto CA 943	01							
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	<u>⊠</u>	Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Weikert, Gunnar									
Business or Residence Addre	•								
Inventages Venture Capital	, 36 Route De Morg	es, CH		tzerla	nd				
Check Box(es) that Apply:	Promoter	⊠	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								•
Inventages Venture Capital	and affiliated entiti	es				_			<u> </u>
Business or Residence Addre		-	, State, Zip Code)						
36 Route De Morges, CH-11	162 St-Prex, Switzer	land	<del></del>				- <u>-</u>	<u>.                                    </u>	
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Brenner, Fred									
Business or Residence Addre	ss (Number and Stree	t, City	, State, Zip Code)						
514 N. Wynnewood Avenue	, Wynnewood PA 19	096							
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)				<del></del>		-		
Loreaux, Robert			<del></del>						
Business or Residence Addre	ss (Number and Stree	t, City	, State, Zip Code)						
577 Cricket Avenue, Radno	r PA 19087								
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Check	Box(es) that Appl	y:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fir	st, if in	ndivid	lual)		_					
CME	A Life Sciences Fu	ınd, L	.Р.								 
Busine	ess or Residence A	ddress	(Num	aber and Stre	et, City	, State, Zip Code)					
One E	mbarcadero Cen	ter, Su	iite 32	250, San Fra	ncisco	CA 94111-3600					 
Check	Box(es) that Appl	y:		Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fir	st, if i	ndivid	iual)							
Hamb	recht & Quist Ca	pital N	Mana	gement and	affiliat	ed entities					
Busine	ess or Residence A	ddress	(Nun	nber and Stre	et, City	, State, Zip Code)					
30 Ro	wes Wharf, Suite	430, B	Boston	MA 02110	-3328						
Check	Box(es) that Appl	y:		Promoter	×	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fi	st, if i	ndivid	iual)							
North	American Nutrit	ion &	Agrib	ousiness Fun	d					***************************************	 
Busine	ess or Residence A	ddress	(Num	nber and Stre	et, City	, State, Zip Code)					
750 B	attery Street, Suit	e 600,	San I	Francisco CA	9411	1			_		 
Check	Box(es) that Appl	y:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fir	st, if ii	ndivid	lual)							
North	Castle Partners				·						
Busine	ess or Residence A	ddress	(Num	nber and Stre	et, City	, State, Zip Code)					
60 Ar	ch Street, Greenw	ich C	T 068	330							
Check	Box(es) that Appl	y:		Promoter	×	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fi	st, if i	ndivid	lual)							
Rawli	ngs, Kenneth B. T	TEE									 
Busine	ess or Residence A	ddress	(Num	ber and Stre	et, City	, State, Zip Code)					
55 Sea	aview Avenue, Pie	dmont	t CA	94611							
Check	Box(es) that Appl	y:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fir	st, if i	ndivid	lual)		•					
Rawli	ngs, Linda E. TT	E <b>E</b>									 
Busin	ess or Residence A	ddress	(Num	ber and Stre	et, City	, State, Zip Code)					
55 Sea	view Avenue, Pie	dmont	t CA	94611							
Check	Box(es) that Appl	y:		Promoter	☒	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last name fi	st, if i	ndivid	lual)							
CDP (	Capital Technolog	ies									
Busine	ess or Residence A	ddress	(Num	ber and Stree	et, City	, State, Zip Code)					 
1801	Avenue McGill Co	llege,	Mont	real, Quebe	e, H3A	2N4, Canada					 
				(Use blanl	k sheet,	or copy and use add	dition	al copies of this shee	t, as r	ecessary)	 _

Document4 (15123) SEC 1972 (2-97) Page 2 of 8

		A. BASIC ID	ENTIFICATION DATA		
<ul><li>Each beneficial own</li><li>Each executive office</li></ul>	ie issuer, if the issuer h ner having the power to	as been organized within the ovote or dispose, or direct the porate issuers and of corpora			f equity securities of the issuer; ssuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			<del></del>	
Summit Chemicals Holding		<del></del>			
Business or Residence Addre	•	t, City, State, Zip Code)			
400 Kelby Street, Fort Lee		57			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i					
Business or Residence Addre		et City State Zin Code)		<u> </u>	
250 North Bridge Road, #2	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			,
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in	f individual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
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	(OSE DIALIK	ancer, or copy and use ad-	antional copies of this silee	i, as necessary)	

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Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	A mount Alucada
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$_35,000,000.00	\$_25,159,000.00
☐ Common ☑ Preferred		
Convertible Securities (including warrants)	. \$	\$
Partnership Interests	. \$	\$
Other (Specify)	. \$	\$
Total	. \$ 35,000,000.00	\$_25,159,000.0
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchase
Accredited investors	. 21	\$ 25,159,000.00
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Torres	Delle : Ass
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of Security	Dollar Amoun Sold
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of	Security	
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering	Security	
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505	Security	Sold \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505 Regulation A	Security	\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505 Regulation A Rule 504 Total	Security	Sold \$\$ \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question I.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and	Security	Sold \$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security	Sold \$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees	Security	\$ Sold  \$  \$  \$  \$  \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs	Security	Sold  \$ \$ \$ \$ \$ \$ \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees	Security	Sold  \$ \$ \$ \$ \$ \$ \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees	Security	Sold  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees	Security	Sold \$\$

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the purposes shown. If the amount for any purpose is not known, furnish a left of the estimate. The total of the payments listed must equal the adjust forth in response to Part C - Question 4.b above.  Salaries and fees	Question 4.a. This difference is the "adjusted gross state"   \$25,157,800.00    The property of the issuer used or proposed to be used for each of se is not known, furnish an estimate and check the box to the sted must equal the adjusted gross proceeds to the issuer set    Payments to Officers, Directors & Payments To Affiliates   \$   \$   \$		C. OFFERI	NG PRICE, NUMBER OF IN	VESTORS, EXPENSES AND	USE OF PROCEEDS	
the purposes shown. If the amount for any purpose is not known, furnish a left of the estimate. The total of the payments listed must equal the adjust forth in response to Part C - Question 4.b above.  Salaries and fees	Payments to Officers, Directors & Payments To Others    S		total expenses furnished in response to I	art C - Question 4.a. This differ	ence is the "adjusted gross	i	\$ <u>25,157,800.00</u>
Purchase of real estate	Officers, Directors & Payments To Others    S	5.	the purposes shown. If the amount for ar left of the estimate. The total of the pay	y purpose is not known, furnish a ments listed must equal the adjus	n estimate and check the box to	the set	
Purchase of real estate	S   S   S   S   S   S   S   S   S   S					Officers, Directors &	
Purchase, rental or leasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities	achinery and equipment		Salaries and fees			<b>S</b>	<b>S</b>
Construction or leasing of plant buildings and facilities	alue of securities involved in this offering that may be nother issuer pursuant to a merger)    S		Purchase of real estate			□ s	<b>\$</b>
Acquisition of other businesses (including the value of securities involve used in exchange for the assets or securities of another issuer pursuant to Repayment of indebtedness  Working capital  Other (specify):  Column Totals  Total Payments Listed (column totals added)  D. FEDE  The issuer has duly caused this notice to be signed by the undersigned duly authorizundertaking by the issuer to furnish the U.S. Securities and Exchange Commission	alue of securities involved in this offering that may be nother issuer pursuant to a merger)		Purchase, rental or leasing and installati	☐ \$	<b>\$</b>		
used in exchange for the assets or securities of another issuer pursuant to Repayment of indebtedness  Working capital  Other (specify):  Column Totals  Total Payments Listed (column totals added)  D. FEDE  The issuer has duly caused this notice to be signed by the undersigned duly authorizundertaking by the issuer to furnish the U.S. Securities and Exchange Commission	s   S   S   S   S   S   S   S   S   S		Construction or leasing of plant building	gs and facilities		<b>S</b>	<b>S</b>
Working capital	\$\square \square \squa		Acquisition of other businesses (includi used in exchange for the assets or secur	ng the value of securities involve	d in this offering that may be a merger)	□ \$	□ \$
Other (specify):	S S25,157,800.00  D. FEDERAL SIGNATURE  undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an nd Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-502.  Signature  Date  3/11/03  Title 6f Signer (Print or Type)		Repayment of indebtedness			<b>\$</b>	<b>S</b>
Column Totals	b. FEDERAL SIGNATURE  undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an nd Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-502.  Signature  Date  3/11/03  Title 6f Signer (Print or Type)		Working capital			<b>\$</b>	\$25,157,800.00
Total Payments Listed (column totals added)  D. FEDE  The issuer has duly caused this notice to be signed by the undersigned duly authorize undertaking by the issuer to furnish the U.S. Securities and Exchange Commission	D. FEDERAL SIGNATURE  undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an nd Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-502.  Signature  Date  3/11/03  Title 6f Signer (Print or Type)		Other (specify):			□ \$	□ s
Total Payments Listed (column totals added)  D. FEDE  The issuer has duly caused this notice to be signed by the undersigned duly authorize undertaking by the issuer to furnish the U.S. Securities and Exchange Commission	D. FEDERAL SIGNATURE  undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an nd Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-502.  Signature  Date  3/11/03		Column Totals			. <b>¬</b> s	<b>⊠</b> \$25.157.800.00
The issuer has duly caused this notice to be signed by the undersigned duly authorize undertaking by the issuer to furnish the U.S. Securities and Exchange Commission	undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an nd Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-502.  Signature  Date  3/11/03						
undertaking by the issuer to furnish the U.S. Securities and Exchange Commission	Title of Signer (Print or Type)  Date    Date   Title of Signer (Print or Type)			D. FEDE	RAL SIGNATURE		
	Title of Signer (Print or Type)	unde	ertaking by the issuer to furnish the U.S. Se	curities and Exchange Commission			
	Title 6f Signer (Print or Type)			Signature	D	Pate 21 1	<del></del>
Galileo Pharmaceuticals, Inc.  Name of Signer (Print or Type)  Title of Signer (Print or Type)				Title of Signer (Print	or Tuno)	2/11/03	
				I			
				ΔΤΤ	ENTION		
A TT	ATTENTION		Intentional Misstateme			ons (See 18 IISC 100	1)
	ATTENTION		mentional wiisstateme	ins of Offissions of Fact Collst	nuic i cuciai Cillilliai vibiati	5113. (See 16. O.S.C. 100	

APPENDIX

11		2	3			5 Disqualification				
	non-acc invest St	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State  (Part C-Item 2)  Number of Number of				under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
_				Accredited		Non-Accredited				
State AL	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AK	-									
AZ	-								<del> </del>	
AR										
CA		Х	Series G Preferred Stock	13	\$12,101,000	0	0			
СО						***************************************				
CT										
DE							-			
DC						-	<del></del>			
FL										
GA										
HI										
ID										
IL		X	Series G Preferred Stock	3	\$27,000	0	0			
IN										
IA										
KS										
KY										
LA										
ME										
MD							·			
MA										
MI										
MN										
MS										
МО										
MT										
NE							· · · · · · · · · · · · · · · · · · ·			
NV										

1		2	3		4						
	non-acc invest St	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)						
				Number of Accredited		Number of Non-Accredited					
State NH	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
NJ NJ	ļ <u> </u>			<u> </u>							
NM									-		
NY								<del> </del>			
NC								-	<del> </del>		
ОН								<del>-</del>	†		
OK											
OR											
PA			· · ·								
RI									+		
SC				*			** ***				
SD											
TN											
TX		X	Series G Preferred Stock	. 1	\$16,000						
UT											
VT											
VA											
WA		X	Series G Preferred Stock	1	\$15,000						
WI											
WY											
PR											

Note: One accredited purchaser in each of Bermuda, Singapore, and Switzerland for a total of \$13,000,000.